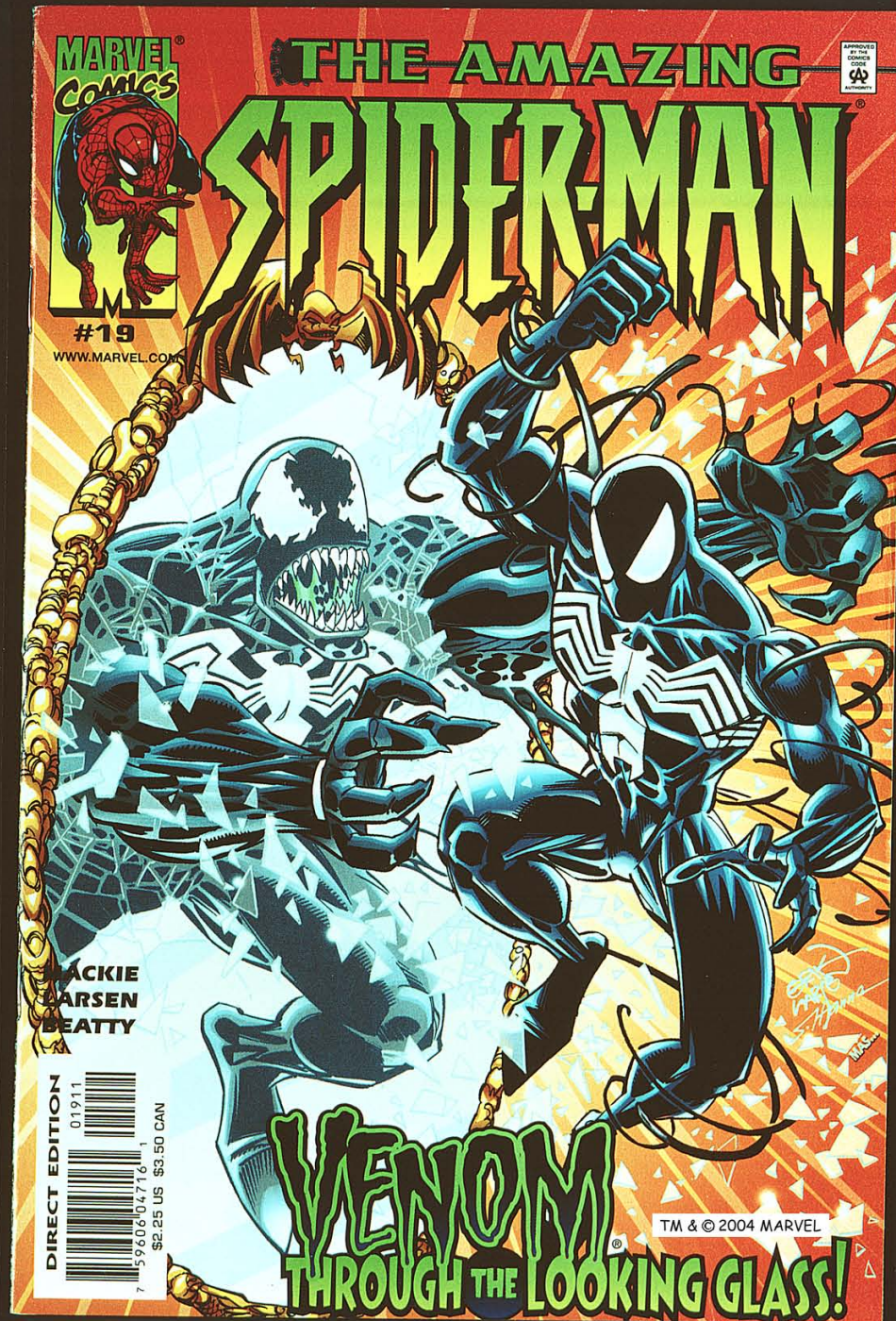




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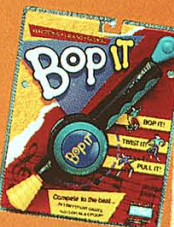


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THE AMAZING SPIDER-MAN! MIRROR MIRROR

AT A DEMONSTRATION ON RADIATION, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRIKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVARIABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS:

DID YOU EVER FEEL,
IN THE WEE HOURS
OF THE NIGHT, THAT
YOUR LIFE WAS CLOSING
IN ON YOU?

HARD TO TELL
NIGHTMARE FROM
REALITY AS SHADOWS
STRETCH FORWARD
THREATENING TO
ENGULF YOU.

YOUR EYES OPEN, BUT
YOU STILL MIGHT BE
ASLEEP.

SOMETIMES YOU'VE
JUST GOT TO GO
WITH IT AND HOPE
THAT IT IS A DREAM.

PETER PARKER
IS HAVING ONE OF
THOSE NIGHTS.

AND IT'S ONLY
GOING TO GET
WORSE!

HOWARD MACKIE
ERIK LARSEN
JOHN BEATTY
story and art

RS & COMICRAFT'S TROY PETERI
letters

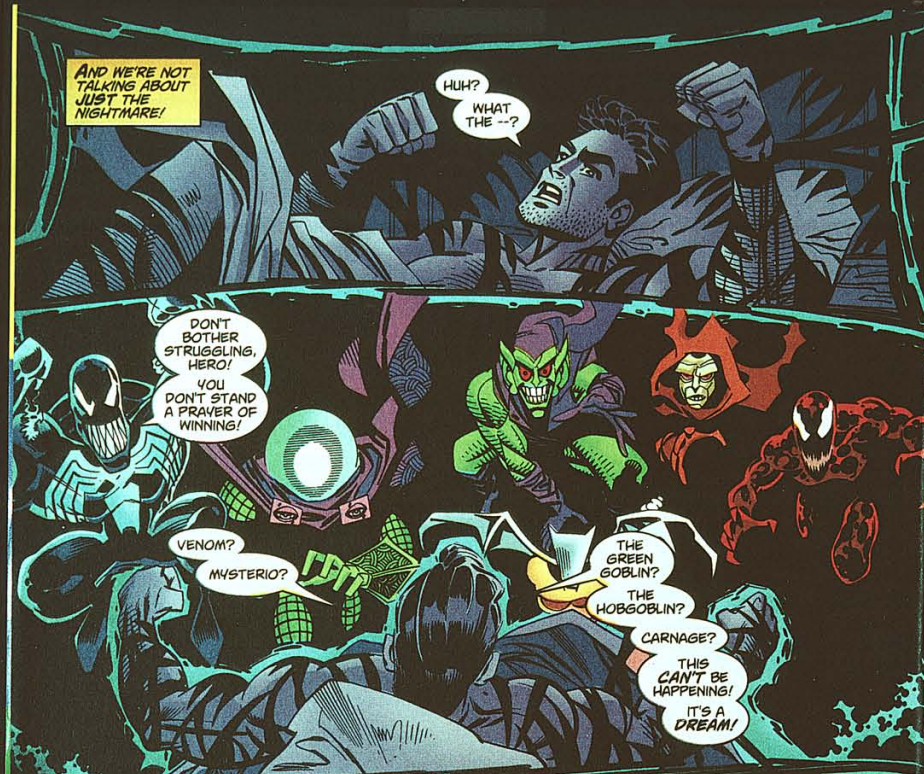
GREGORY WRIGHT
colors

RALPH MACCHIO
editor

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chief

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AND WE'RE NOT TALKING ABOUT JUST THE NIGHTMARE!

HUH?
WHAT THE --?

DON'T BOTHER STRUGGLING, HERO!
YOU DON'T STAND A PRAYER OF WINNING!

VENOM?
MYSTERIO?

THE GREEN GOBLIN?
THE HOBGOBLIN?

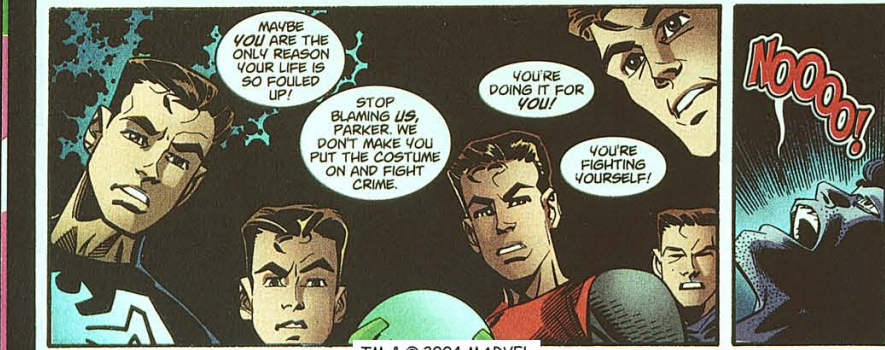
CARNAGE?
THIS CAN'T BE HAPPENING!
IT'S A DREAM!



IS IT?

OR IS IT THE REALITY THAT...

...YOU ARE THE REASON WE KEEP COMING BACK?



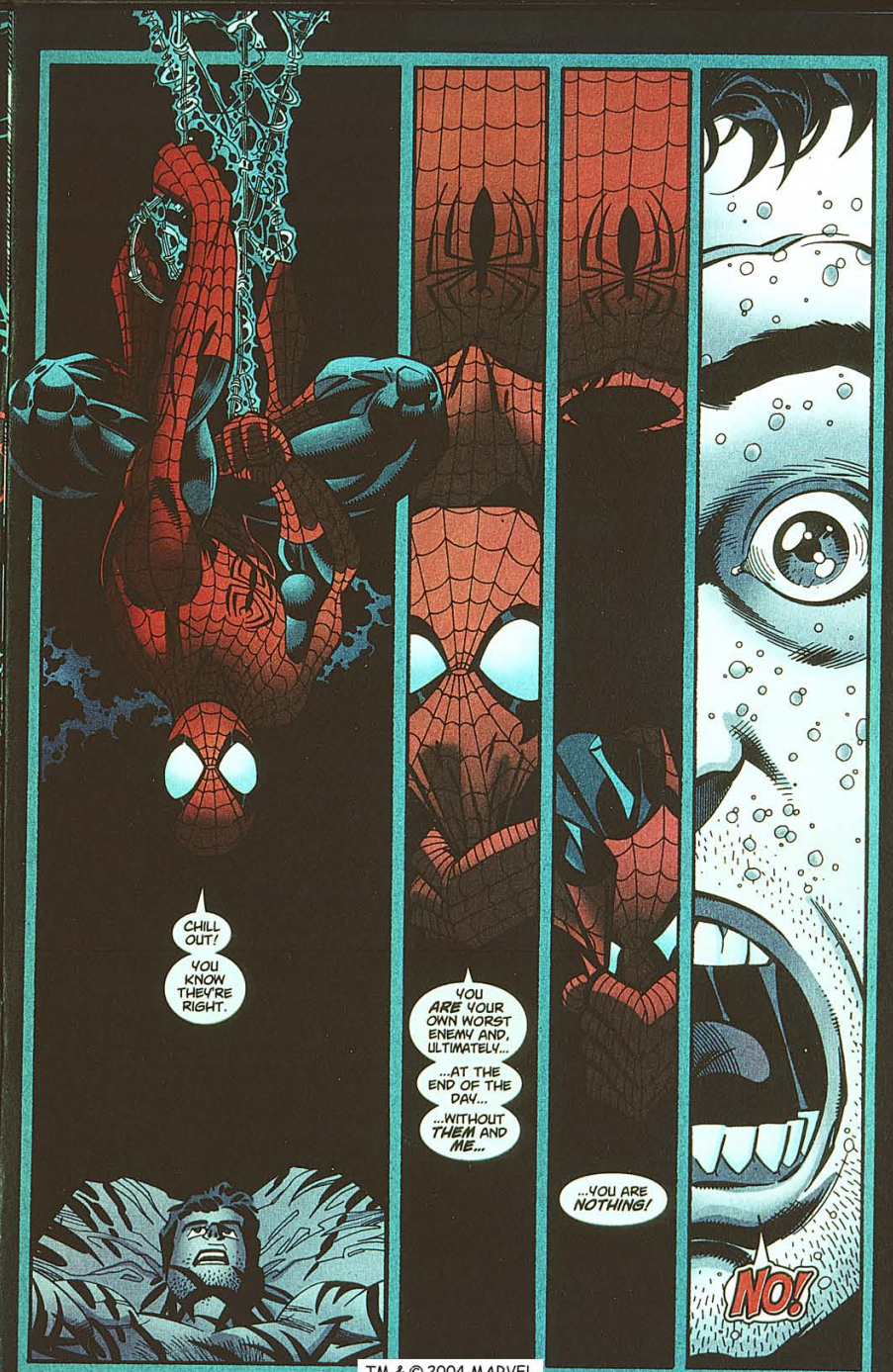
MAYBE YOU ARE THE ONLY REASON YOUR LIFE IS SO FOULED UP!

STOP BLAMING US, PARKER. WE DON'T MAKE YOU PUT THE COSTUME ON AND FIGHT CRIME.

YOU'RE DOING IT FOR YOU!

YOU'RE FIGHTING YOURSELF!

Noooo!



CHILL OUT!
YOU KNOW THEY'RE RIGHT.

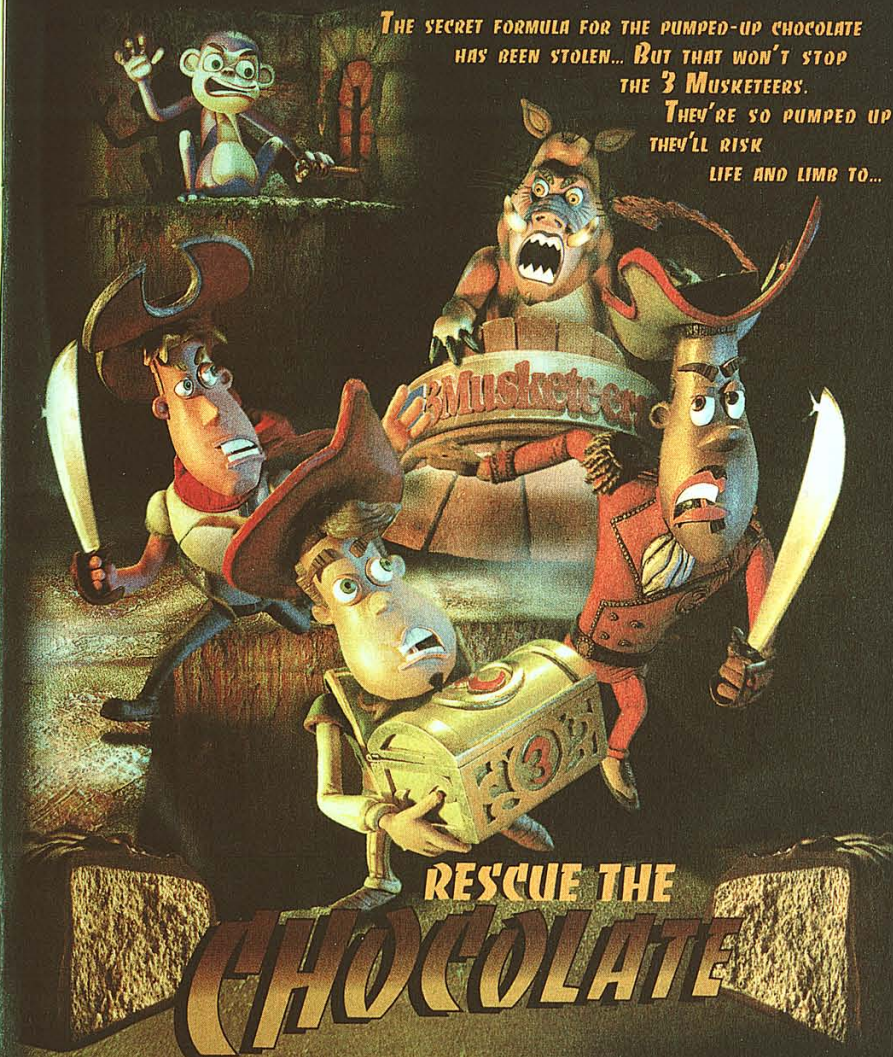
YOU ARE YOUR OWN WORST ENEMY AND, ULTIMATELY...
...AT THE END OF THE DAY...
...WITHOUT THEM AND ME...

...YOU ARE NOTHING!

No!



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STARRING D'ARTAGNAN, PORTHOS AND ATHOS

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IT'S PUMPED UP

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A FEW MINUTES LATER...

WHAT'S HAPPENING TO ME?
PULL IT TOGETHER, PETER!

YOU'VE GOT TOO MUCH GOING ON TO START LOSING IT NOW.

GOT TO GET A JOB, OR RANDY ISN'T GOING TO BE KEEPING YOU AROUND AS A ROOMMATE FOR LONG.

VENOM, ONE OF MY MOST RUTHLESS AND POWERFUL ENEMIES, IS OUT THERE READY TO POUNCE, AND...

AND WHAT ABOUT YOU, MARY JANE?

EVEN LESS TIME LATER...

AND WHAT ABOUT YOU, MARY JANE?

...MY COSTUME AND WEB-SHOOTERS ARE MISSING... STOLEN WHILE I SLEPT ON THE STREET.

YOU JUST CAN'T BE DEAD.
I NEED YOU.

AND RIGHT NOW I'D LIKE TO USE ALL MY POWERS AS SPIDER-MAN TO FIND YOU, BUT...

...WITHOUT THE COSTUME I'M JUST A GUY WHO CRAWLS UP WALLS.

LIKE ANYONE IS GOING TO TAKE ME SERIOUSLY.

I'M PRETTY SURE I'VE GOT A SPARE COSTUME HIDDEN AWAY IN THE ATTIC AT AUNT MAY'S HOUSE IN QUEENS.

SO... FIRST THINGS FIRST, GOT TO PRIORITIZE...

GET COSTUME.

FIND WIFE.

BEAT UP BAD GUYS.

HAVE A LIFE.

JUST YOU AND EIGHTY NEW FRIENDS WREAKING HAVOC.



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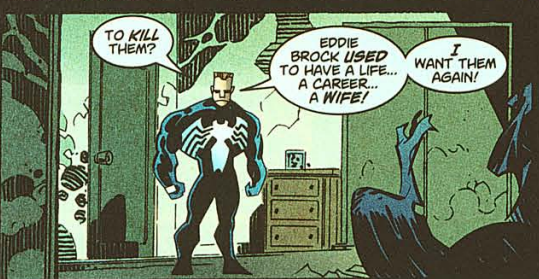
ELSEWHERE...

EDDIE BROCK.

BEEEN A LONG TIME SINCE I THOUGHT OF MYSELF IN THE FIRST PERSON SINGULAR.

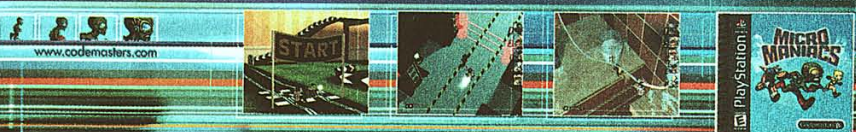
NOT SINCE THE LUCKY DAY I FOUND MY ALIEN S4MBIOTE AND I...

...BECAME WE.



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If you see them coming... Run!



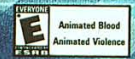
Name: Twister
Age: 23
Weight: 0.92 oz.
Height: 1.9 in.

Notes:
In and out of asylums for many years, but shows no visible signs of madness. Very mobile and stable in unusual surroundings.

Special abilities:
Tornado devastation.
Decapitating yo-yo.



Codemasters
GENIUS AT PLAY



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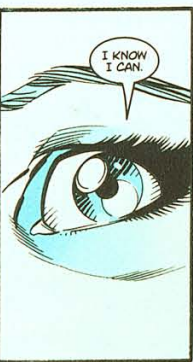
AT THAT MOMENT, IN THE APARTMENT OF ANN WEVING, EDDIE BROCK'S EX-WIFE...

WHAT'S HAPPENED TO ME?

I WAS NEVER LIKE THIS

WHY?

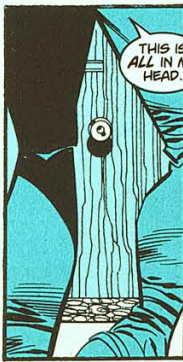
I'VE GOT TO DO IT



I KNOW I CAN.



IT'S A SIMPLE THING.



THIS IS ALL IN MY HEAD.



IT'S ALL IN MY HEAD.

IT'S ALL IN MY HEAD.



IT'S ALL IN MY HEAD.

IT'S ALL IN MY HEAD.



IT'S ALL...



...IN MY --



NO!

I CAN'T... I CAN'T... I CAN'T...

WHY?



FOREST HILLS, QUEENS...

THE OLD PARKER HOMESTEAD.

JUST BEING NEAR IT REMINDS ME OF UNCLE BEN'S PRACTICAL JOSES AND AUNT MAY'S HOTCAKES.



IT'S TOO EARLY TO WAKE AUNT MAY UP.

SO... IF I CAN JUST USE MY NIFTY SPIDER POWERS TO SNEAK UP INTO THE ATTIC, FIND MY OLD COSTUME AND WEB-SHOOTERS AND GET OUT WITHOUT WAKING AUNT MAY OR AUNT ANNA --

PETER?



JILL?

JILL STACY? WHAT ARE YOU DOING HERE?

ISN'T THAT ONE OF MJ'S OLD NIGHTSHIRTS?

ER, YEAH... SORRY.



I WAS OUT LATE LAST NIGHT AT A PARTY NEARBY AND LOST MY KEYS.

THE LIGHT WAS ON HERE, SO...

AUNT MAY LET ME CRASH.

WHAT ABOUT YOU? WHAT ARE YOU DOING SNEAKING AROUND?



PETER DEAR!

IT'S SO WONDERFUL TO SEE YOU!



LET ME MAKE YOU SOME BREAKFAST!



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FORT WORTH: 6312 Hulen Bend Blvd. (By AMC theater)	MESQUITE: 3600 Gus Thomasson (At Towne Crossing)

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Thornberrys
Crunch Cereal**



START HERE
by finding the
nearest turtle.

1.
Hunt for
crunchy taste
and wild
adventure!

3.
Fish for cool
marshmallow
animals!

2.
Not now...
I'm having a bad
hair day.

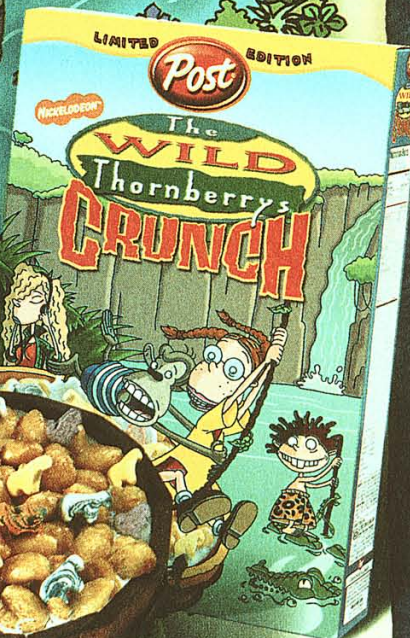
4. Wing it!

5. Hurry Eliza, hurry!!

6. Yes Eliza, hurry!!

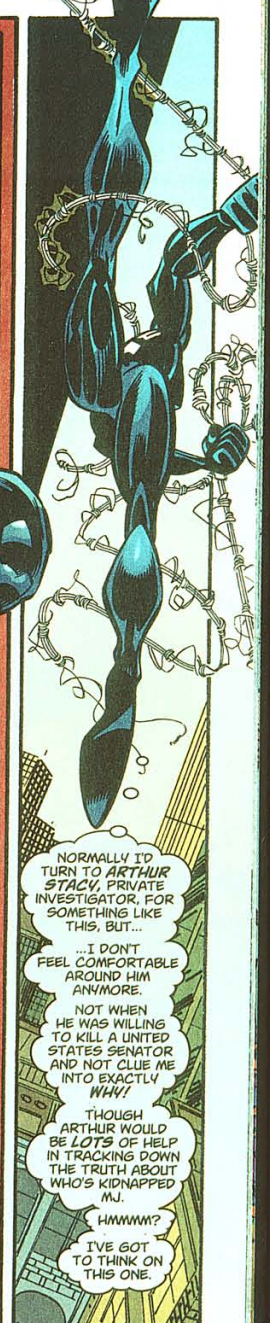
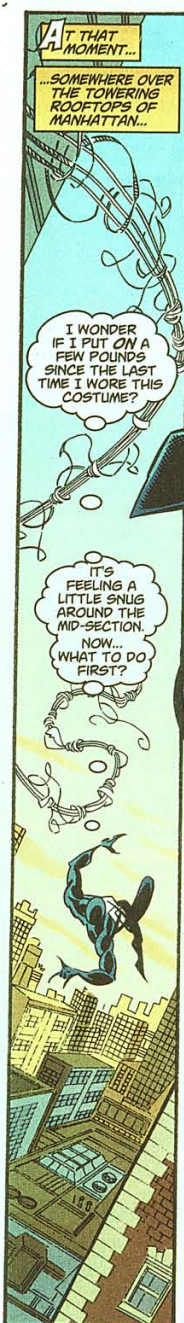
8.
Nigel!
Everyone's
gone wild!!!

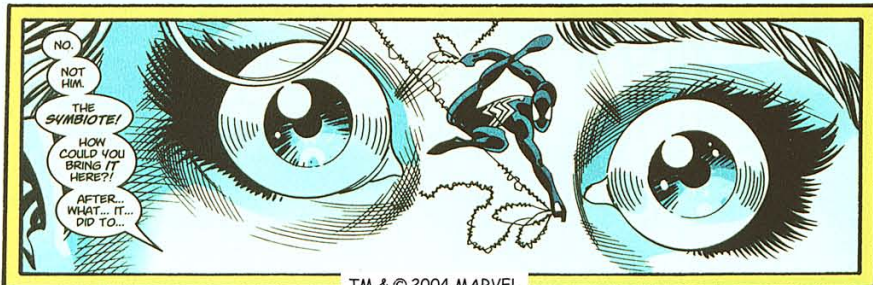
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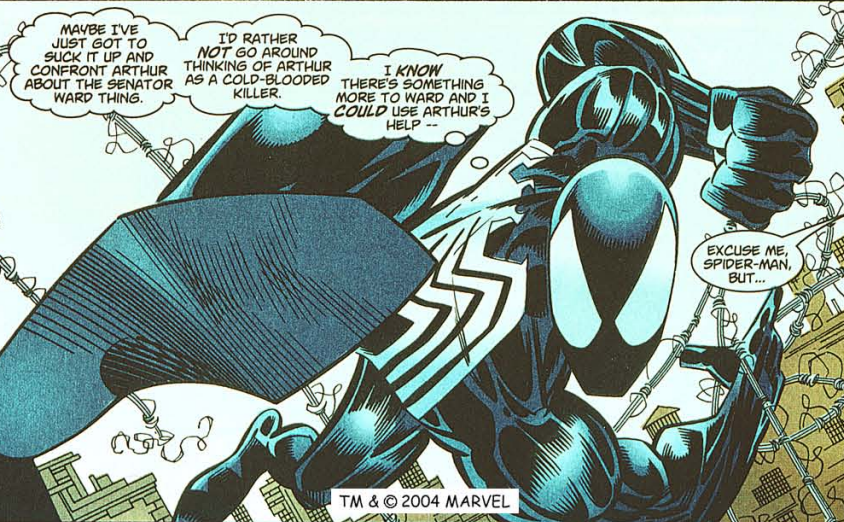
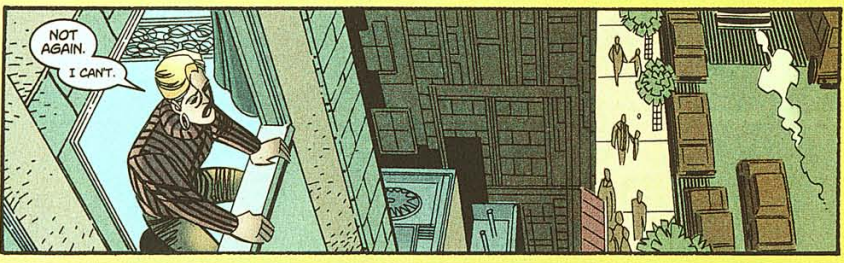




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SPIDER-GIRL PRESENTS: THE BUZZ

#1 Flying straight from the pages of SPIDER-GIRL! 'Mayday' Parker herself appears in the debut issue of the three-part limited series starring the mystery man of MC2! By Tom DeFalco and Ron Frenz!

THUNDERBOLTS

#40 The T-Bolts intend to pursue Citizen V's battalion all the way back to Silver Sable's nation of Symkaria! But to get in, they'll have to team up with the sinister Sandman! By Fabian Nicieza and Mark Bagley!

X-51

#12 X.E.R.O. and X-51 face off in this fuses-frying final issue! By Karl Bollers and Joe Bennett!

X-MAN

#65 Something has crawled into our reality to kill the mutants that disturbed it. But if the creature wants its prey, it'll have to go through Nate Grey, shaman of the 21st Century! By Warren Ellis, Steven Grant and Ariel Olivetti!

X-MEN

#102 Wolverine returns, but he may be too late to help the X-Men in their final battle with the Neo! By Chris Claremont and Leinil Francis Yu!



POWER POLL

WHICH OF THESE "SOMETIME HEROES" SHOULD MAKE THE JUMP TO THE THUNDERBOLTS?

☐ DEADPOOL ☐ JUGGERNAUT ☐ MYSTIQUE ☐ SANDMAN ☐ VENOM

Go to WWW.MARVEL.COM to cast your vote! And remember, there's a new question posted every Monday! (AOL Keyword: Marvel)

Design by Richard Starkings and COMICRAFT/EW

SPOTLIGHT

NICK FURY, AGENT OF S.H.I.E.L.D.



The year is 1966. Popular culture is going gonzo over the adventures of glamorous and sophisticated espionage agents. Meanwhile, Marvel is charting new territory in the field of comic book art. These two phenomena collide in the monthly STRANGE TALES anthology, when an innovative artist named Jim Steranko takes over the writing, penciling and inking duties of the 'Nick Fury, Agent of S.H.I.E.L.D.' feature. The result is a dazzling series of trail-blazing stories, as Steranko mixes cinematic imagery with the era's psychedelic fashion sense. Now, available again after more than 30 years since they first saw print, the historic stories from STRANGE TALES #150 - #168 are reprinted in this 268-page trade paperback! So pull on an eye-patch and join the tough-talking spy as he jets around the globe, attempting to avoid both the arms of Hydra and deadly femme fatales!

SPIDER-GIRL PRESENTS: THE BUZZ #1



You caught a glimpse of him in SPIDER-GIRL ANNUAL #1, now the high-flying Buzz spreads his wings in his own three-issue solo series! Who is the man behind the mask? How is J. Jonah Jameson linked to this vexing vigilante? And how does the web-spinning Spider-Girl fit into the picture? If you were sad to see A-NEXT and FANTASTIC FIVE disappear, the crafty MC2 creative team of writer Tom DeFalco, penciler Ron Frenz and inker Sal Buscema will turn your frown upside-down!

STAN'S SOAPBOX

Hi, Heroes! It's amazing how difficult some questions can be to answer. Here's a perfect example (because I'd never do anything less than perfect, right?) of that somewhat fascinating postulation, sent to us by Terence Connors of Rochelle Park, NJ...

"In the movie 'The Day The Earth Stood Still' the alien robot shot beams of energy from his eyes when he lifted his visor. Is this where you might have gotten the idea for the X-Man Cyclops' super power?"

To tell the truth, Terry, I can't remember. Jack Kirby and I unleashed the X-Men on an unsuspecting world way back in the early '60s. Just before we started working on the '60s, I stayed up all night writing descriptions of the characters and their super powers. It's certainly possible that I somehow recalled the robot from that movie, because every writer, either consciously or unconsciously, draws upon all the things he has seen, read and experienced in his life when writing a story. If I was in fact influenced by that movie, you've gotta admit I've got good taste, 'cause it was one of the best sci-fi films ever made. Or, as the robot might have said, "Klaatu barada nikto!" (If that sounds like gibberish to you, rent the video. You'll thank me for it!)

How about that? I reach into the overflowing Ho-Prize Questions Bowl and pick out another from New Jersey! This one's from Matt Friedman of Westfield, NJ who asks...

"While at the San Diego Comic-Con a few years back, I saw you with your lovely wife and couldn't help but wonder: were the visuals for any of Marvel's lovely ladies (namely Gwen Stacy, Mary Jane Watson, or Susan Storm Richards) based on your own gorgeous gal?"

Actually, Matthew me boy, no mere drawing could possibly do justice to the indescribable beauty of my wondrous wife. However, since Johnny Romita drew most of the females you mentioned, I'm guessing he was probably inspired by his own beautiful wife as well. To level with ya, Matt, there's always been a little bit of my bride, Joanne, in every strip that I did.

Well, at least this one isn't from New Jersey. Instead, it's all the way from Weinheim, Germany, as Jochen Köcher deigns to bring up a very relevant issue...

"Why are there so few German heroes in the Marvel Universe, besides the X-Men's Nightcrawler? In comics, most Germans are villains. Not all Germans are bad. There are good and bad people here, like in every other country."

To tell the truth, Jochen, I don't think we really portray Germans in our strips as being bad, unless we do an occasional yarn about Nazis and most Germans themselves agree that the Nazis were evil. But I agree that we should try to feature more heroes and heroines from all different parts of the world, because no nation and no race, creed or religion has a monopoly on heroism.

And with those passionate pearls of wisdom, I sorrowfully bid thee adieu until we meet next ish to once again join forces in attempting to solve the perplexing problems that plague mankind.

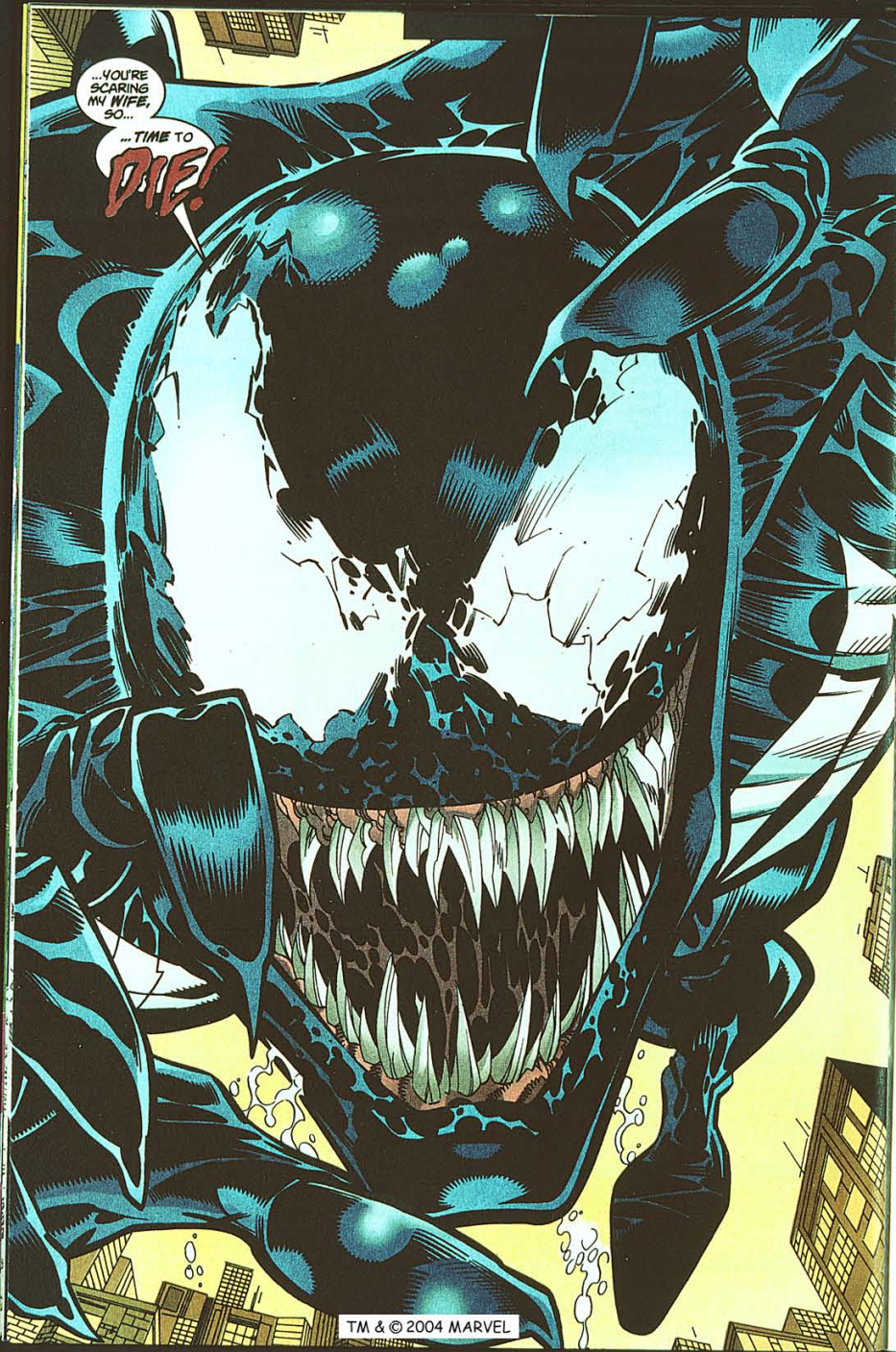
Excelsior! Stan Lee

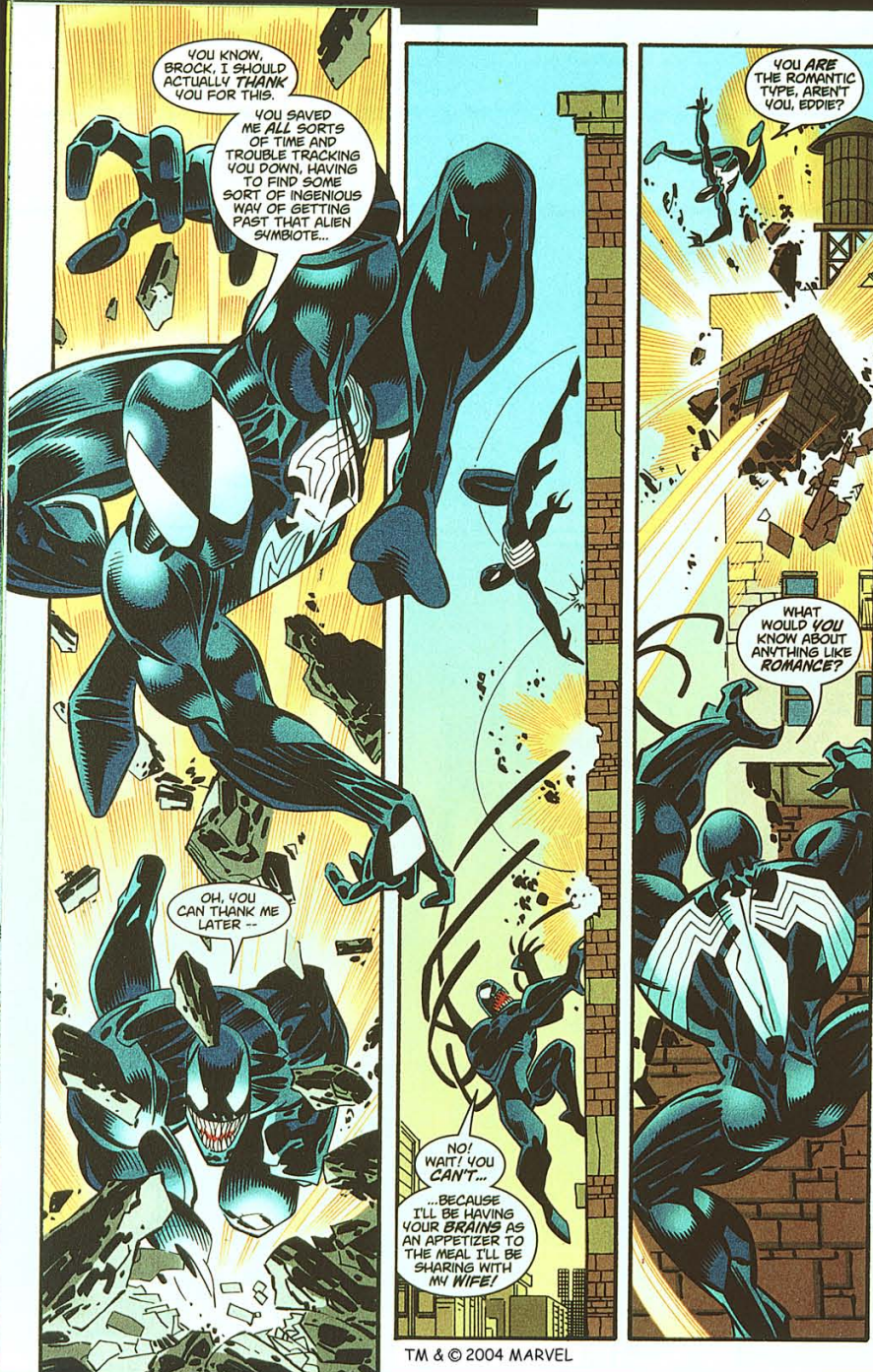
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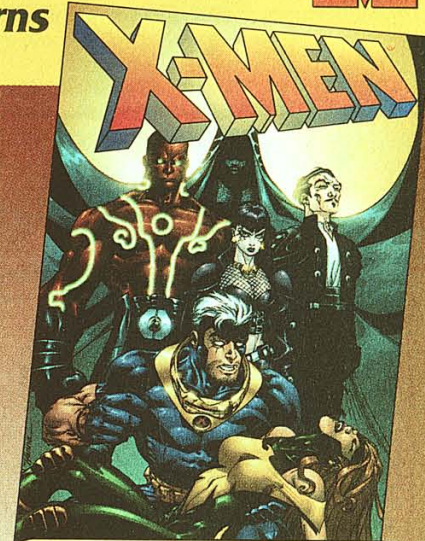
MARVEL HEROES

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- ☐ **CAM** Captain America
- ☐ **DDV** Daredevil
- ☐ **FAN** Fantastic Four
- ☐ **INC** Hulk
- ☐ **IRM** Iron Man
- ☐ **THO** Thor
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X-MEN

- ☐ **BSH** Bishop
- ☐ **CAB** Cable
- ☐ **DDP** Deadpool
- ☐ **GAM** Gambit
- ☐ **GEN** Generation X
- ☐ **MTX** Mutant X
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- ☐ **WOL** Wolverine
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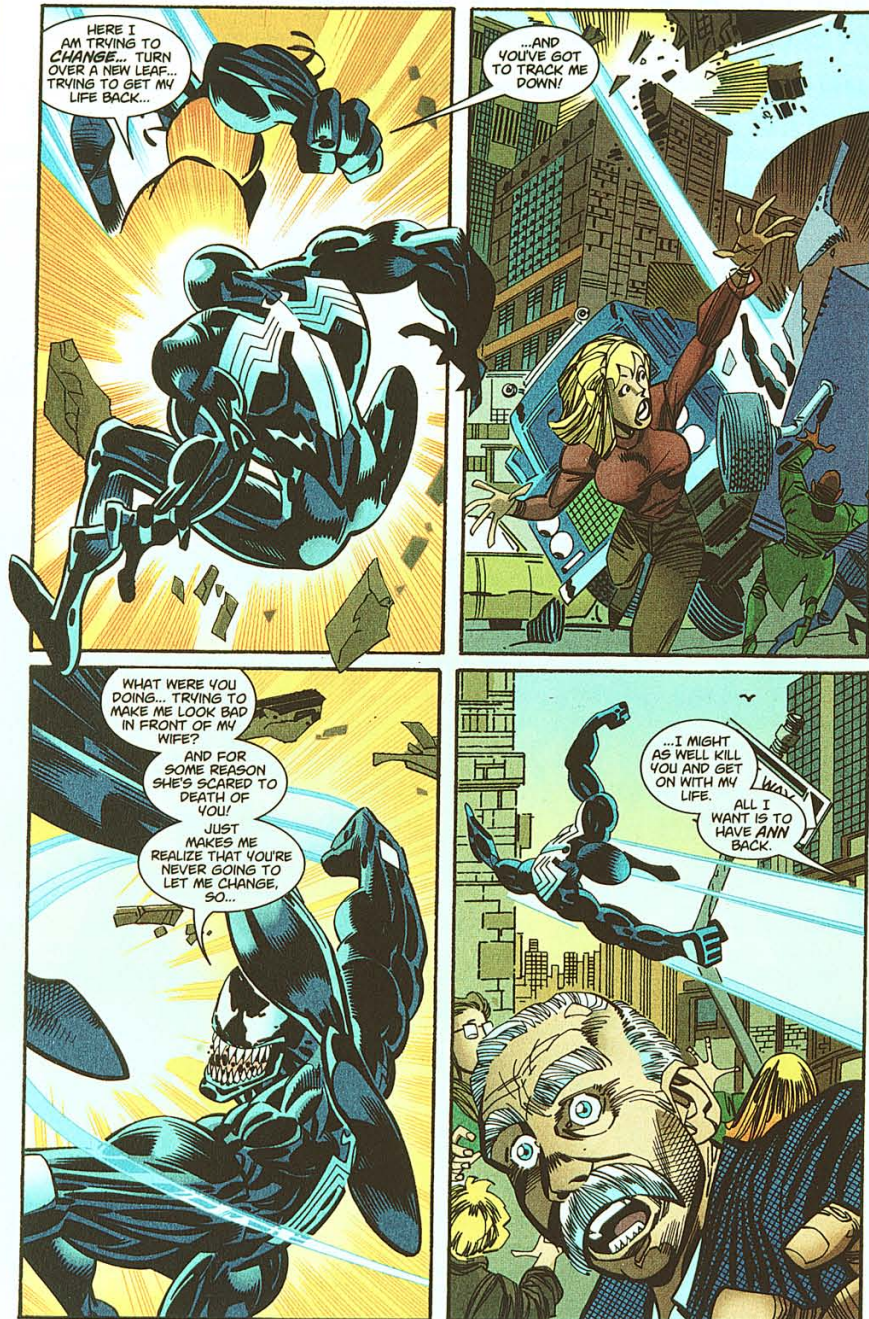
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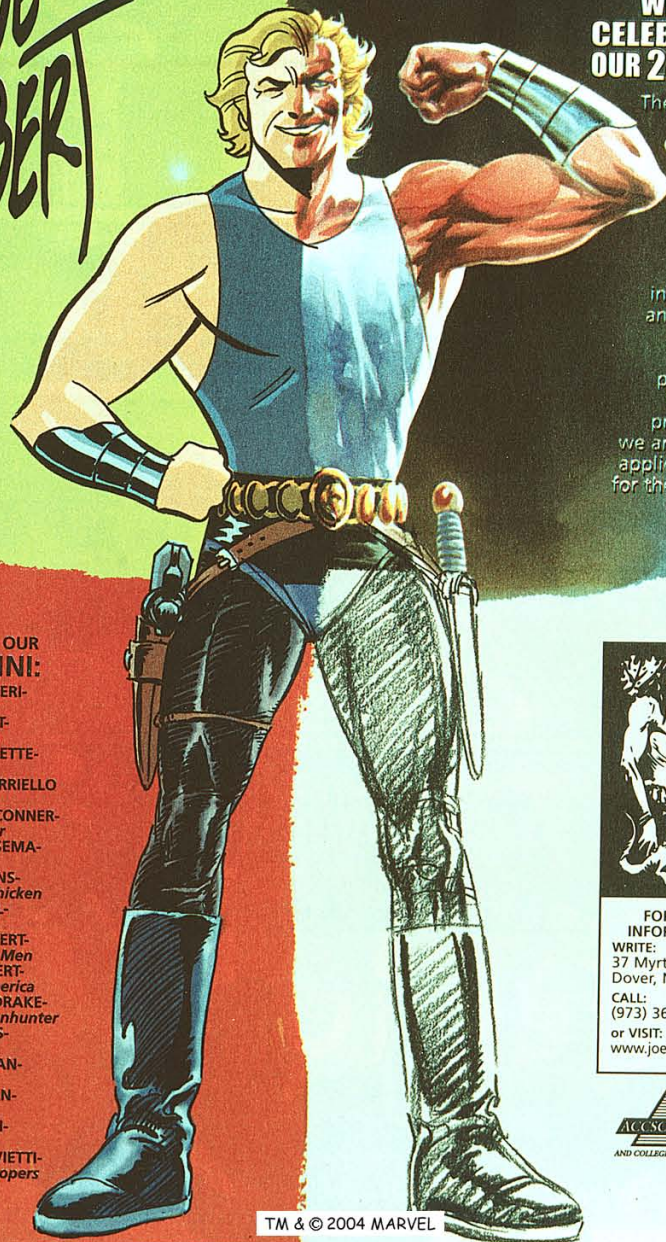
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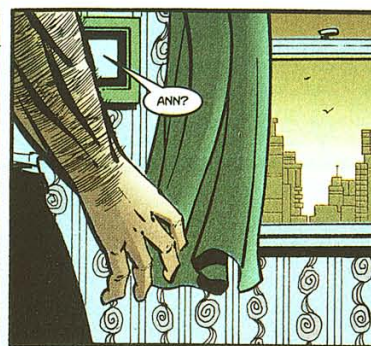
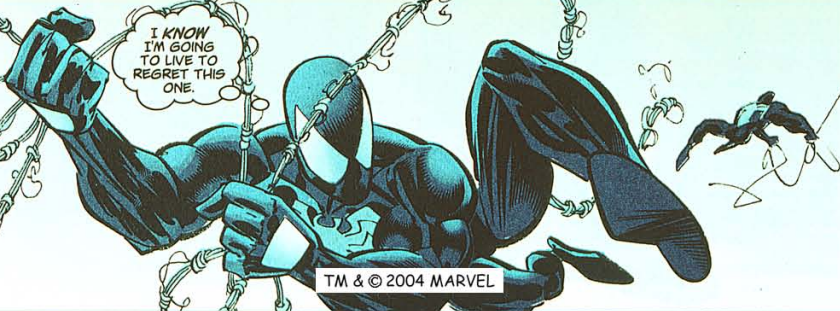


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THE SPIDER'S WEB

MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
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BOB
HARRAS
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Dear Spider's Web,

I enjoyed AMAZING SPIDER-MAN #14 quite a bit. I have been following Mattie's adventures over in SPIDER-WOMAN, and thought that she was tied into this issue very nicely (although she kinda looks like a monkey on the last page). In any case, as she changes costumes every issue in her own title, I will comment that this purple number was much better than some of the others we have seen. Hopefully, though, once Peter accepts her, he will give her permission to do some sort of blue and red variant.

Enough about Mattie. I have noticed that you are still keeping us in the dark over the situation with Mary Jane. I wondered if you are merely waiting to see what the readers have to say about it before you give proof of her death. I, for one, am okay with it. I really hoped that Peter wouldn't walk out on her, and he didn't, so I'm happy. And it would be kinda fun to see him go through dating again.

On another note, I hope that you will start tying up some of the loose ends. It feels like there are way too many different plot threads to stay interested in any of them. I mean, subplots involving Kingpin, Jimmy-Six and Senator Ward have all left us waiting for more and we end up waiting months for the next part of the story. It sure would be nice if we could get another monthly title. I would certainly be willing to shell out an extra \$1.99 to speed up the looning wait between PETER PARKER: SPIDER-MAN and this title.

Brent Sweeting
Lake Oswego, OR
electrictornado@yahoo.com

Us not tie up loose ends, Brent? Surely you jest! Why, just the other day Ralf swore that we were going to plot an epic that would answer all lingering questions with finality and impact. Then he went to lunch and forgot all about it.

Seriously, though, we're glad you'd be interested in another monthly Spidey mag, but for the nonce you'll have to settle for the two regular titles and the rotating limited series. Hopefully that will be enough to tide you over.

Dear Ralf,

First of all, I love AMAZING SPIDER-MAN and Howard Mackie's writing. However, after reading about the apparent death of MJ, I was left wondering, "Why wasn't the focus of #14 on MJ and the plane crash?" I would have expected Peter to rush over to the site and see what he could do as Spider-Man.

As for what I'm expecting in issue 15: I hope Peter lashes out at Mattie. If I were Peter, I'd be pretty upset about someone saying MJ's death was "meant to be." But that's just me. Maybe Peter will be a little more understanding.

Paul J. Singh
St. Paul, MN

You're likely right, Paul, that Peter would be more understanding, or at least mindful of the fact that he was dealing with a very young girl who clearly didn't mean her words to sound as uncaring as they did. Regardless, the intention of the issues immediately following ASM #13 was to show Peter completely overwhelmed and kept from grieving properly by the chaos of the events in his life. Sometimes when we most need time out to reflect on the events in our lives, we're not afforded that luxury.

Dear Spider's Web,

I have a few criticisms about the direction that Spider-Man has been taking in the past year or so. First of all, the decision to get rid of the Green Goblin disappointed me very much. He is Spider-Man's greatest enemy, and to have him go crazy again to get rid of him seemed to be just the same old thing. While I dislike bringing back characters from the dead, I was so glad to see him back. The brilliance of those stories was the fact that Norman Osborn hardly ever donned the Green Goblin costume, and was more menacing than ever as himself. And his sole purpose in life seemed to be bringing misery into the life of Peter Parker.

Another problem I've been having with the books is the return of Aunt May. Her death was one of the most touching in all of Marvel history, and you've ruined that. Which brings me to my next point: the apparent death of Mary Jane. This did not affect me at all. The reason being that she's probably not dead. And even if she is, I'm sure she'll be back before too long. And whatever happened to their daughter, May? (I'm hoping you will have a storyline that reveals that Green Goblin has had May all this time—all would be forgiven then.)

I want to end this letter on a positive note, so I will give you my thoughts on #14. I loved it. First of all, it sported one of my favorite covers in a long time. I think too many people know Spider-Man's identity already, but I'm glad Mattie found out. I like her a lot (I hope the new SPIDER-WOMAN title goes on for years), and I loved that they shared a kiss. I realize this is a one-time thing probably, given their age difference and circumstances, but it was nice to see at least once. Now maybe Mattie can make semi-regular appearances in this book and give Peter someone to talk to now and then.

So, although I have been generally disappointed since the relaunch, you seem to be heading in the right direction. Keep it up and I'll keep reading.

Michael Harris
(address withheld by request)

Thanks for writing, Michael. Sorry if we gave you the impression that the Green Goblin has been "gotten rid of." Unfortunately for Peter, nothing could be further from the truth! In fact, we've got a limited series entitled SPIDER-

MAN VS. THE GREEN GOBLIN just a few months down the road. Call us crazy, but we think that's pretty strong evidence that he'll be back.

Thanks for your support of SPIDER-WOMAN. We're obviously quite fond of Mattie, as well, and hope that her adventures will be published for some time to come.

And now, because we're always on the lookout for something new and strange to run in these pages, we offer the following...

Dear Spider's Web,

Here's a little poem I wrote about PETER PARKER: SPIDER-MAN #13 and AMAZING SPIDER-MAN #14:

Carnage escapes from jail,
Obviously not from bail.
Paints himself with lots of red,
Doesn't know his suit is dead.

Oh wait, his suit isn't dead at all!
Venom ate it walking down the hall.
Carnage almost gets shot by Kingpin's goon.

Although I wish he'd shot that loon.

Spidey swung down to fight,
All his webs stretched tight.
But Cletus got one last smack.
Threw a sewer lid at Spidey's back.

Spidey throws him back in prison,
Before anyone could say, "Gizmon!"
Mary Jane dies.

Pete doesn't want to rise out of bed.
Bad Spider-Woman bangs his head.
Good Spider-Woman kisses Pete,
Says, "It was meant to be."

Conor Foley
mr.conman@juno.com

Well, that certainly was original, Conor, although we couldn't help noting that you fudged your rhyme scheme on the last line. And don't even get us started on "Gizmon." We're just going to let that one go by without comment.

NEXT ISSUE:

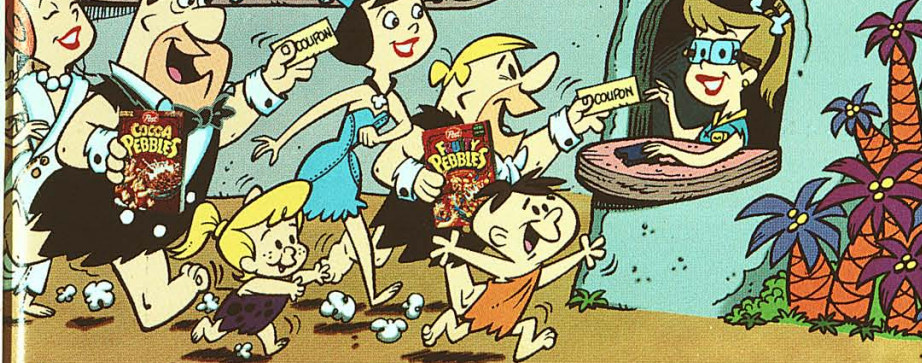
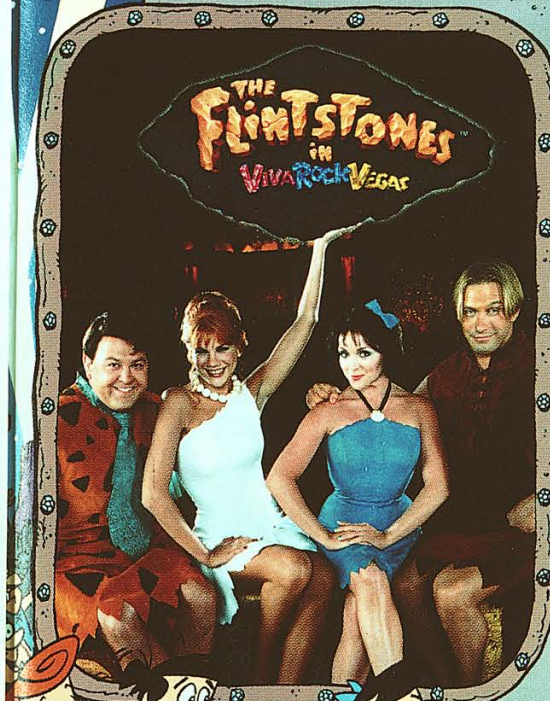
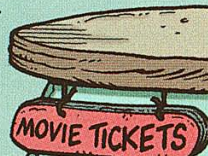
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